14863- I 14863-J

Law Offices ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W. Washington, D.C.

20006-2973

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD* CARL C. DAVIS®
CHARLES T. KAPPLER
JOHN H. DOYLE®
GEORGE JOHN KETO® MILTON C. GRACE*
JAMES C. MARTIN, JR.

NOT A MEMBER OF D.C. BAR ALSO ADMITTED IN NEW YORK ALSO ADMITTED IN OHIO

ALSO ADMITTED IN MARYLAND

RECORDATION N

June 11, 1987 INTERSTATE COMMERCE COMMISSION

JUN 1 1 1987 - 11 49 AM

RECORDATION NO.

NUN 11 1987 - 1 12 AM

INTERSTATE COMMERCE COMMISSION
Ms. Noreta R. McGee

Secretary

Interstate Commerce Commission

Washington, D.C.

Dear Ms. McGee:

OF COUNSEL JESS LARSON JOHN L. INGOLDSBY URBAN A. LESTER

CABLE ADDRESS 'ALVORD"

TELEPHONE AREA CODE 202 393-2266

TELEX 440367 A AND A

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ICC Washington, D. C

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 4, dated as of May 29, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 4, dated as of May 29, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/

ACF Industries, Incorporated Assignor:

1370 Avenue of the Americas New York, New York 10019

Mortgagee/

Assignee: Fleet National Bank, individually

and as agent

lll Westminster Street Providence, Rhode Island

Ms. Noreta R. McGee Secretary Interstate Commerce Commission June 11, 1987 Page Two

A description of the railroad equipment coverd by the enclosed documents is set forth in Exhibit A attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 4, dated as of May 29, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 4, dated as of May 29, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the deletion of railroad rolling stock.

Very truly yours,

Charles T. Kappler

Enclosures

EXHIBIT A

•	•	• .		EXHIBIT A	•
CAR NUM	71. No. 11.	•			•
- NOM	DATE DATE	BUILT CAR C		•	
39744 - 3		CAR C	OST	•	•
39750	39746 19751 12/8		NUMBER	OF CARS	••
39750 ~ 3	9751 12/8	126,	622	AAR DESIGNAT	70
43/30 - 3	07/4 **/9		743 '	3	TON
42/// - 3	224, 44/0	580 0	402	2 C214	•
42//D ~ 9/	N944 44/0		74		
· 70/U1 - 2/	1944 +4/0	168,5	64	14	
. 70/31 - 26	n 40/00	84,2	82	4	
40851 - 40	11/86	1,345,26	56	2	
	44/00	*,340.05	9 3	0	
40731 - 403	100	4,400,85	3 10	Ó	
51302 - 513	12/86		103	3	
51306	10/86	1,255,140)		
51727	11/86	252,19	20		
51327 - 513	38 9/86	65,018	4	C614	
71229 - 514	2/00	802,948	1		
44JJJ - 515/	• • • • • • • • • • • • • • • • • • • •	921 540	12		
74703 - E14-	41/00	921,560	14	·	
71777 - 5164	n +2/00	2,093,288	14		
21402	44/00	446,124	32		
51407	12/86	378,750	7		
51415	12/86	63, 125	6		
51417 - 51418	12/86	63,125	1		
51420	12/86	63,125	1		
120	12/86	126,250	1		
71462 -	4-700	63, 125	2		
71463 - 71477	10/04	7,44,7	1		
71571 - 71590	10/86	605,706	•		
71683 - 71687	12/86	712,620	15		
	12/86	190 /	20	T104	
71439		189,470	·	+104	
71445	10/86	11	5		
71451 - 71456	10/86	44,872	_	•	
(4438 - 71/24	10/86	44,873	I		
71561 - 71562	10/86	269,238	1	T 105	
71566	11/86	224,365	6	···	
71566 - 71570	11/86	80,88n	5		
71470	/00	202,200	5 2 5		
71478 - 71480	9/86	-,,	5		
71536 - 71540	11/00	130,722	~		
	11/86	228,817	3		
71394 - 71396	0.40-	4-0,017	3 5	T106	
	9/86	115	J	1100	
71496 - 71525	• • •	115,593	2		
' +J41 - 71E/A	11/86	1 020 ==	3	TIOT	
71650 - 71669	12/86	1,029,540		T107	
	12/86	778,980	30	***	
71526 - 71535	•	765,710	20	T108	
11335	12/86		20.		
	* * **	388,470		<i>:</i>	
		· •	10		
		•		T645	
				*	

Car Number	Quantity	AAR Designation		Cost
39747-39749	3	C214	\$	126,579
39752-39755	4	Ħ	. \$	168,772
39770	1	n	\$	42,193
39775	$\bar{1}$	•	\$	42,193
39778-39822	45	.	5	1,898,694
40954-41036	83	, •• ·	Ś	3,699,198
41037-41049	13	Ħ	Š	583,110
41051-41054	4	Ħ	Š	179,420
64504-64505	2	**	Š	111,064
60649-40649	. 2		~	
64536-64606	71 ·	C214	¢	3,612,379
41076-41077	2	C614	4	
51427-51428	2		7	127,173
			?	138,926
71591-71599	9	T073	Ş	628,550
77292-77297	6 .	T906	Ş	408,406
•	757			•
	117 (·		

166 Copy

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 4

RECORDATION NO. 14863 Filed 14

TO.

SCHEDULE B

JUN 1 1 1987 -11 🕸 AM

ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE

AND SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

DATED DECEMBER 13, 1985

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described

Collateral (as defined in the Loan Agreement), which Collateral is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule II annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed as of this 29th day of May, 1987.

ACF INDUSTRIES, INCORPORATED

Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

Title:

Schedule II

CAR NUMBERS	DATE BUILT	CAR COST	NUMBER OF CARS	AAR DESIGNATION
39744 - 39746	12/86	126,423	. 3	C214
39750 - 39751	12/86	84,282	2	0224
39756 - 39769	12/86	589,974	14	
39771 - 39774	12/86	168,564	4	•
39776 - 39777	12/86	84,282	2	
40701 - 40730	10/86	1,345,266	30	
40751 - 40850	11/86	4,340,022	100	•
40851 - 40953	12/86	4,400,853	103	
40731 - 40750	12/86	1,255,140	20	C614
51302 - 51305	10/86	252,195	4	
51306	11/86	65,018	1	
51327 - 51338	9/86	8Ö2 , 948	12	
51339 - 51352	10/86	921,560	14	
51353 - 51384	11/86	2,093,288	32	
51385 - 51391	12/86	446,124	7	,
51395 - 51400	12/86	378,750	6	
51405	12/86	63,125	1	
51407	12/86	63,125	1	
51415	12/86	63,125	1	
51417 - 51418	12/86	126,250	2	
51420	12/86	63,125	1	
71463 - 71477	10/86	605,706	15	T104
71571 - 71590	12/86	712,620	20	
71683 - 71687	12/86	189,470	5	
71439	10/86	44,872	1	T105
71445	10/86	44,873	1	
71451 - 71456	10/86	269,238	6	
71458 - 71462	10/86	224,365	5	
71561 - 71562	11/86	80,880	2	
71566 - 71570	11/86	202,200	5	
71478 - 71480	9/86	130,722	3	T106
71536 - 71540	11/86	228,817	5	
71394 - 71396	9/86	115,593	3	T107
71496 - 71525	11/86	1,029,540	30	T108
71541 - 71560	12/86	778,980	20	
71650 - 71669	12/86	765,710	20	:
71526 - 71535	12/86	388,470	10	T645

Schedule II

Car Number Quantity		AAR Designation	Cost	
39747-39749	3	C214	\$	126,579
39752-39755	4	· 11	\$	168,772
39770	1	, · · · · · · · · · · · · · · · · · · ·	\$	42,193
39775	1	.	\$	42,193
39778-39822	45		\$	1,898,694
40954-41036	83		\$	3,699,198
41037-41049	13	• 11	\$	583,110
41051-41054	4		\$	179,420
64504-64505	2		\$	111,064
64536-64606	71	C214	Ś	3,612,379
41076-41077	2	C614	Š	127,173
51427-51428	2	, 11	Ś	138,926
71591-71599	9 .	T073	Š	628,550
77292-77297	6	T906	\$	408,406

STATE OF NEW YORK) COUNTY OF NEW YORK) ON THIS DO DAY OF June, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at COP Hewlett Development of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order. **County OF NEW YORK } **County OF	
ON THIS 18th DAY OF June, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 10th Hewlett Activate Merick N.Y. that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order. RICHARD M. KANN Notary Public, State of New York County Certificate Filed in New York County Sworn, did depose and say that she resides at 1920 & 1920	STATE OF NEW YORK)
came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at **HOWLETT AUGUST** **MERICK**	· · · · · · · · · · · · · · · · · · ·
that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order. Country Of New York Country Of New York	sworn, did depose and say that he resides at /OP HEWLETT AUGUST, MERRICK, ALY., that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that
STATE OF NEW YORK On this /OH day of June, 1987, before me personally came // /////////////////////////////////	
STATE OF NEW YORK) On this /o // day of June, 1987, before me personally came // Jie	said corporation, and that he signed his name thereto by like
STATE OF NEW YORK) On this /o // day of June, 1987, before me personally came // Jie	Refugal M. Kahn
COUNTY OF NEW YORK On this 10 th day of June, 1987, before me personally came kinderly W. Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 130 E. 67 St. W., W. 1000/ , that she is the fr. Vice tresident of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank. STATE OF NEW YORK STATE OF NEW YORK On this 10 th day of June, 1987, before me personally came M. Carmen Guynez, to me known, who being to me duly sworn, did depose and say that the resides at 144 - 20 38 th Guenne. Huming W. 11354, that he is the Corporate Lending Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of	RICHARD M. KAHN Notary Public, State of New York No. 31-4862573 Qualified in New York County
On this 10 H day of June, 1987, before me personally came kinberly W. Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 130 E. 67 St. W. 1002/ , that she is the 100 f st. W. 1002/ , that she is the 100 f st. W. 1002/ , that she is the 100 f st. W. 1002/ , that she is the 100 f st. W. 1002/ , that she is the 100 f st. W. 1002/ , that she is the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank. STATE OF NEW YORK) ON TARY PUBLIC, State of New York No. 41-4505178 COUNTY OF NEW YORK) On this 10 f day of June, 1987, before me personally came M. Carmin Granl , to me known, who being to me duly sworn, did depose and say that she resides at 144-20 st. W. W. 11354	Commission Evolves July 14, 1957
came kimberly W. ffurt, to me known, who being to me duly sworn, did depose and say that she resides at 130 f. 67 St. 1002 Testdent of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank. STATE OF NEW YORK On this 10 day of June, 1987, before me personally came M. Carmen Granz , to me known, who being to me duly sworn, did depose and say that he resides at 144 20 that he is the Corporate Linding Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of	COUNTY OF NEW YORK)
COUNTY OF NEW YORK On this 10 th day of June, 1987, before me personally came M. Cappin Gome?, to me known, who being to me duly sworn, did depose and say that the resides at 144-20 38 th Author Huning Miles of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of	sworn, did depose and say that she resides at 130 8. 67 St. W., N. / 1002/ the fr. Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of
COUNTY OF NEW YORK On this 10 th day of June, 1987, before me personally came M. Cappin Gome?, to me known, who being to me duly sworn, did depose and say that the resides at 144-20 38 th Author Huning Miles of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of	STATE OF NEW YORK) NOTARY PUBLIC, State of New York
sworn, did depose and say that the resides at 144-20 38th Avenue. Hushing V. 11354 , that he is the Corporate Lending Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of	: ss.: Qualified in Queens County COUNTY OF NEW YORK) COUNTY OF NEW YORK) COUNTY OF NEW YORK)
	sworn, did depose and say that the resides at 144-20 38th Avenue. Hushing 11354, that he is the Corporate Lending Officer of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 19 90